

CONSTITUTION OF THE INTERNATIONAL ASSOCIATION OF WOMEN POLICE

September 2012

ARTICLE V

Board of Directors

1. **Government:** Subject to the directions of the members of this Association at their annual meetings, the business and property of the Association shall be managed and controlled by the Board of Directors who shall implement the general policy of this Association. The IAWP Standing Orders shall constitute the rules of procedure of all business meetings and shall govern all matters not herein covered.

2. **Members:** The members of the Board of Directors shall consist of:

A. Elected members with a vote: President, First Vice-President, Second Vice-President, Third Vice-President, Recording Secretary, Treasurer, Sergeant at Arms, Historian, Chaplain, Regional Coordinators, Chair of the Board of Trustees, and;

B. Appointed members without a vote: Executive Director, Editor, Business Manager, Public Information Officer, Webmaster, and Chairs of Standing Committees.

C. All members of the Board of Directors shall be active members.

3. **Election, Term of Office and Qualifications:** The Officers of the Board Directors shall be:

A. President, First Vice-President, Second Vice-President, Third Vice-President, Recording Secretary, Treasurer, Chaplain, Historian, Sergeant at Arms, Past Presidents, and Regional Coordinators and shall be elected according to Election Procedures.

B. The President, with the approval of the Board of Directors, shall appoint the Executive Director. The Executive Director must have served in a previous elected position on the Board of Directors.

C. The Board of Trustees shall elect the Chair of the Board of Trustees.

D. These members shall be called Officers. All Officers shall be elected every three years. After being sworn, the Treasurer shall take office on January 1st, and terminate office at the end of the term on December 31st.

E. The President shall serve only two consecutive terms.

4. **Voting:** Only those members of the Board of Directors who were elected to office, those appointed to elected positions, and any Past Presidents in attendance have a vote at the Board of Directors meetings. Appointed members of the Board of Directors shall have no vote, but they may make motions, and may speak to motions. **Exception:** An appointed Regional Co- Coordinator may carry the proxy vote of an elected Regional Coordinator only in the absence of said Regional Coordinator. If more than one Regional Coordinator is present, only one vote will be assigned per region, regardless of the number of appointed Co-Coordinators present at the board meeting.

5. **Interim voting:** Where committees are unable or unauthorized to decide or forward recommendations for action and during interim periods between scheduled Board of Directors meetings, Association Business may be conducted through mail or electronic means to all voting members of the Board. Simple majority of the voting members of the Board shall decide outcomes. Notice shall be given for a response time, which must accommodate overseas mail. All business conducted outside regularly scheduled Board of Directors meetings must originate from and have full accounting and reporting to the Board by the President. Any member of the Board may request full discussion and debate of the matter prior to or in the presence of the regularly scheduled Board meeting.

6. **Resignation:** Any member of the Board of Directors may resign at any time by giving 30 days written notice of such resignation to the President or the Board of Directors.

7. **Removal:** Any member of the Board of Directors may be removed from office by the affirmative vote of two-thirds of the Officers of the Board of Directors present at any Board of Directors meeting or Emergency meeting called for that purpose, for nonfeasance, or for conduct detrimental to the interests of the Association. Any member of the Board of Directors proposed to be removed shall be entitled to at least 30 days notice in writing by registered mail of the meeting of the members at which the removal is to be voted upon and shall be entitled to appear and be heard by the members.

8. **Vacancies:** Any vacancy for an Office occurring on the Board of Directors may be filled immediately by Presidential appointment. The appointed member must have the same qualifications for the office as laid out in the Election Procedures. The person appointed shall hold office and serve until the next meeting of the Board of Directors, at which time the officers may affirm the appointment or elect a replacement, who shall serve until the next election.

9. **Standing Committees:** The Standing Committees of this Association shall be:

Constitution Diversity Elections Equity

Finance Legislative Membership Nominations

Resolutions Strategic Planning

Except as specifically provided by this Constitution, the committees shall be appointed by the President for the duration of her term and perform such duties as written in Policy and Procedure. The President shall be a member ex officio of all committees except the Nominations and Elections Committees.

10. **Meetings:** The Board of Directors shall meet at least twice a year, once in the first half and once in the last half, for the purpose of conducting Association business. A third meeting shall occur on election years following election of new Officers. The Board of Directors shall meet for the purpose of organization, appointments, and the transaction of other business.

11. **Notice of Meetings:** Notice of all Board of Directors meetings shall be given at least thirty 30 days before the meeting to each member.

12. **Chair:** At all meetings of the Board of Directors, the President or Vice Presidents, or in their absence a chair chosen by the Officers present, shall preside.

13. **Quorum:** At all meetings of the Board of Directors, one-third of elected Officers shall be necessary and sufficient to constitute a quorum for the transaction of business. For voting purposes there shall be no less than one-third of elected Officers present or who have given written proxy to another Board of Directors member who is present. No Board member shall be given or be represented by more than one proxy. Any past president in attendance at any meeting of the Board shall have an individual vote.

Exception: A Regional Co-Coordinator who carries the proxy vote of the Regional Coordinator will be considered in respect to a quorum.

14. **Contracts and Services:** See Article VIII.

15. **Powers:** All the corporate powers, except such as are otherwise provided for in this Constitution and in the laws of the District of Columbia, U.S.A., shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of the members, or to Officers of the Association, such powers as they may see fit.

16. **Minutes:** The Board of Directors shall publish a synopsis of all General Membership meetings in the official publication of the Association. Those minutes shall be verified by the President and Treasurer, or by a majority of the Officers, and except where otherwise provided in this Constitution, shall include (a) the whole amount of real and personal property owned by the Association and (b) the income, expenditure and balance of the Association. A copy of any minutes shall be made available, upon written request, by a member to the Recording Secretary.

17. **Duties and Responsibilities of the Board of Directors.**

A. All Members: Duties and responsibilities of all members of the Board of Directors are:

1. Promote the purpose, aims, and objectives of IAWP.

2. Require the highest standards of IAWP and project such image to the membership and the law enforcement community.
3. Work to increase membership.
4. Maintain active membership with dues paid for the current year.
5. Attend all Board and membership meetings, except for bona fide reasons submitted to the President in advance of meetings.
6. Submit written reports on activities and financial statements to the President prior to each Board meeting.
7. Facilitate requests and concerns of members and others to the appropriate Board Officer or the entire Board.
8. As authorized by the Board may enter into any contract or execute and deliver any instrument in the name of and on behalf of IAWP.
9. Shall not enter into any unauthorized personal or private contract(s) using the IAWP to receive favors, funds, or real property.
10. Welcome and assist those who attend conferences.
11. When leaving office, turn over all records pertaining to that office to the succeeding officer.
12. May submit reimbursable expenses with receipts to the Treasurer.
13. Shall have such other powers and shall perform such other duties as may be assigned by the Board of Directors.

B. President:

1. Preside at all business meetings of the Board of Directors under The IAWP Standing Orders.
2. Schedule meetings of the Board of Directors and notify participants of the date, time and place, prior to each meeting. Schedule annual and other meetings of the members. Provide notice via the IAWP official publication of the time, place and purpose of said annual and other meetings to all members.
3. Shall appoint Chairpersons of Standing and Special Committees and may appoint committee members.
4. Act as member ex officio of all committees, except the Nominating and Election committees.
5. Coordinate committees and responsibilities delegated to Board Officers and members. Assist as appropriate.
6. Sign all contracts or agreements authorized by the Board of Directors and other documents, including checks, conference documentation of attendance and appreciation, correspondence, etc.
7. Respond to written and verbal requests for information or action, either personal or by delegation.
8. Exercise general charge and supervision of the affairs of IAWP.
9. Represent IAWP as appropriate.
10. Submit Articles to the Editor.

C. Vice Presidents: First, Second and Third:

1. At the request of the President, or in the event of the President's absence or disability, the First Vice-President or Vice-Presidents in descending order, shall perform the duties and exercise the powers of the President.
2. Assist the President in the performance of duties, as requested.
3. As assigned by the President, shall chair a Standing or Special Committee.
4. A Vice President will supervise and assist the Regional Coordinators to assure maximum effectiveness; in doing so, will assume overall responsibility for their organization and productivity.

5. Shall be aware that these positions provide experience and preparation for the position of President and be willing to consider the future possibility of accepting the Presidency if so nominated and elected.

D. Recording Secretary:

1. Shall have charge of such books, documents, and papers as the Board of Directors determine.
2. Attend and keep detailed minutes of the meetings of the Board of Directors and membership. Minutes must include all matters on which a vote was taken, reports of the Board Officers, and all significant matters discussed.
3. Transcribe minutes and send a copy to all members of the Board and a synopsis to the Editor of the IAWP Official Publication within thirty (30) days of the meeting, unless otherwise specified to meet publication deadline dates.
4. Receive correspondence and other materials for IAWP and maintain them in orderly files. Respond to correspondence as requested by the President and/or the Board as appropriate. Provide copies of materials as appropriate and as requested by members of the Board.
5. Assure that records and files are available at meetings as may be needed or requested for reference. Advise the President and Board as requested during meetings.
6. Present minutes to the membership for approval at membership and Board meetings either in writing or as read, unless otherwise waived by a majority of members present.
7. Provide Board members with a complete and current listing of addresses and phone numbers of all Board Members twice a year and updates as necessary.

E. Treasurer:

1. Maintain custody of all funds, property, and securities of IAWP, subject to regulations imposed by the Board.
2. Submit records for audit to a Certified Public Accountant annually prior to the preparation of tax returns and immediately after leaving office.
3. May be required to give bond for faithful performance of duties.
4. Endorse for collections, checks, notes, and other obligations, and deposit in bank for credit to IAWP.
5. Sign receipts, vouchers, checks, bills of exchange, and promissory notes issued by IAWP.
6. Make payments as necessary on behalf of IAWP.
7. Enter regularly on financial records the full and accurate account of all money received and obligations paid.
8. Render a bi-annual financial statement to the Board.
9. Exhibit financial records upon request to the Board, Officers, or members.
10. The Treasurer is to forward all appropriate information on all members to the Sergeant at Arms for inclusion in the IAWP membership records.
11. Shall chair the Finance Committee, which shall be responsible for preparation of the annual budget.
12. Maintain a record of all members and their residences, which is open to inspection by law.
13. Encourage those attending conference to join or renew membership and be available for them to do so.
14. Perform all duties incidental to the office, subject to the control of the Board.
15. Comply with Financial Management Policy.

F. Regional Coordinators:

1. May call meetings within the Region between annual meetings.

2. Submit written reports on the Region to the Editor of the Official Publication in time for each publication.
3. Research, compile, and maintain a current list of potential members within the Region.
4. Maintain a list of active members within the Region.
5. Maintain a current list of all law enforcement publications within Region and the deadline publication for each.
6. Assist in the dissemination of IAWP literature as requested by the Conference Director, or any member of the Board or Affiliate President(s).
7. Notify all Board members and the Editor, in advance of seminars conducted in the Region to encourage attendance.
8. Provide the Historian with brochures, programs, and other pertinent materials used at Regional Seminars and Affiliate Seminars.
9. As requested, make all records available for review at meetings of the Board.
10. Other duties agreed upon by the Board of directors.

G. Sergeant at Arms:

1. Maintain order at all Business and Board Meetings.
2. Verify status of members present and their eligibility to vote at meetings.
3. Assist the President and the Board of Directors as requested.
4. Forward the appropriate information on all members to the person in charge of the IAWP computer records.
5. Maintain record of current dues paid and status of all members.
6. May present membership cards to those joining IAWP and to those renewing dues, as well as those obtaining life memberships.
7. Oversee the duties of the Business Manager.
8. Upon notification by the Election Committee, shall verify the membership status of the candidates for office.

H. Historian:

1. Maintain the archives of the IAWP.
2. Compile pertinent material of interest and/or concern to IAWP.
3. Present materials of interest to members at meetings and conferences, as requested.
4. Prepare displays of historical value or of interest to the membership.
5. Assist the President and Board of Directors as requested.

I. Chaplain:

1. Be the spiritual advisor and comforter of IAWP members and others.
2. Prepare and present prayers as requested.
3. Send letters of condolence to members, their families, and departments over the President's signature.
4. Assist the President and Board of Directors as requested.

18. Duties and Responsibilities for Appointed Members: All non-elected Board of Directors shall be appointed by the President with the approval of the Board of Directors. Their duties are set forth in the IAWP Policies and Procedures.